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9

10 UNITED STATES DISTRICT COURT
11
12 NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION

13 **IN RE HIGH-TECH EMPLOYEE**
14 **ANTITRUST LITIGATION**

15 **THIS DOCUMENT RELATES TO:**
16 **All Actions**
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Case No. 11-CV-2509 LHK

**DECLARATION OF ROBERTA D.
TONELLI IN SUPPORT OF
DEFENDANTS' RENEWED
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL**

Date Consolidated Amended Compl.
Filed: September 13, 2011

1 I, ROBERTA D. TONELLI, declare:

2 1. I am an attorney at law, duly admitted to practice in the State of California and
3 before this Court. I am an associate at the law firm of Jones Day, counsel for Defendant Intuit
4 Inc. (“Intuit”) in the above captioned action. I submit this Declaration in support of Defendants’
5 Renewed Administrative Motion to Seal Filings Related to Plaintiffs’ Supplemental Motion for
6 Class Certification. As one of the attorneys involved in the defense of this action, unless as
7 otherwise stated, I have personal knowledge of the facts stated in this Declaration and if called as
8 a witness I could and would testify competently to them.

9 2. I have reviewed the following documents:

- 10 a. Exhibit FF to the Declaration of Lisa Cisneros in Support of Plaintiffs’
11 Supplemental Motion for Class Certification, excerpts from the deposition of Chris
12 Galy;
- 13 b. Exhibit II to the Declaration of Lisa Cisneros in Support of Plaintiffs’
14 Supplemental Motion for Class Certification, excerpts from the deposition of
15 Mason Stubblefield;
- 16 c. Exhibit JJ to the Declaration of Lisa Cisneros in Support of Plaintiffs’
17 Supplemental Motion for Class Certification, excerpts from the deposition of
18 Sherry Whiteley;
- 19 d. Exhibit 8 to the Declaration of Christina Brown in Support of Defendants’
20 Opposition to Supplemental Class Certification Motion, excerpts from the
21 deposition of Chris Galy;
- 22 e. Exhibit 7 to the Declaration of Lin W. Kahn in Support of Defendants’ Opposition
23 to Plaintiffs’ Supplemental Motion for Class Certification, excerpts from the
24 deposition of Mason Stubblefield;
- 25 f. Exhibit J to the Declaration of Anne B. Shaver in Support of Plaintiffs’ Reply in
26 Support of Supplemental Motion for Class Certification, excerpts from the
27 deposition of Mason Stubblefield.

28 3. As described below, the information requested to be sealed contains or

Tonelli Declaration ISO Defs.’
Renewed Administrative Motion to Seal
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1 summarizes Intuit's compensation and recruiting methods, data, practices, strategies and policies.
 2 Intuit has designated this information as "CONFIDENTIAL" or "CONFIDENTIAL –
 3 ATTORNEYS' EYES ONLY" pursuant to the Protective Order in this case. (Dk. No. 107).

4 4. As noted in the Declaration of Lisa K. Borgeson In Support of Renewed
 5 Administrative Motion to File Under Seal (Dk. No. 285), the Declaration of Mason Stubblefield
 6 in Support of Intuit's Response Motion to Seal (Dk. No. 585-1), the Declaration of Catherine T.
 7 Zeng in Support of Renewed Administrative Motion to File Under Seal (Dk. No. 397), the
 8 Declaration of Catherine Zeng in Support of Defendants' Response to Plaintiff's Administrative
 9 Motion to Seal (Dk. No. 425), the Declaration of Catherine Zeng in Support of Defendants'
 10 Motion to Seal (Dk. No. 448), and the Declaration of Rowan T. Mason in Support of Defendants'
 11 Joint Response to Plaintiffs' Administrative Motion to File Under Seal Plaintiffs' Reply in
 12 Support of Supplemental Motion for Class Certification (Dk. No. 464), Intuit's salary and
 13 compensation data, strategies and methods are non-public, highly sensitive and confidential, and
 14 private to Intuit and its employees.

15 5. Moreover, Intuit's recruiting strategies, methods, data and practices, and
 16 confidential agreements are also non-public and proprietary to Intuit. Therefore, information
 17 pertaining to Intuit's recruiting and compensation methods, strategies, practices and data is
 18 confidential and public dissemination of that information could cause Intuit competitive harm.

19 6. Specifically, Intuit seeks to keep the following redacted portions of **Exhibit FF to**
 20 **the Declaration of Lisa Cisneros** in Support of Plaintiffs' Supplemental Motion for Class
 21 Certification under seal: 167:1-3, 5-6; 181:16-17; 182:5-6, 14-15, 17, 20-24; 192: 3-5, 10-25;
 22 193:4-9, 15-16; 202:13-19; 203:5-10; 206:5-14; and 208:20-23. The redacted portions of Exhibit
 23 FF contain confidential deposition testimony from Intuit's Chris Galy regarding Intuit's practices
 24 with respect to recruiting strategies and compensation methods pertaining to new hires, specific
 25 data inputs, total compensation and specific compensation actions. This is confidential internal
 26 Intuit information that pertains to Intuit's compensation and recruiting methods, strategies,
 27 practices and data.

28 7. Intuit seeks to keep the following redacted portions of **Exhibit II to the**

1 **Declaration of Lisa Cisneros** in Support of Plaintiffs' Supplemental Motion for Class

2 Certification under seal: 23:18-25; 24:8-11; 24:16-25:1; 26:13-18; 29:19-30:2; 30:9-24; 31:1-5, 7-
 3 12, 14-19, 21-23; 32:10-33:2; 34:16-24; 35:3-16; 35:20-36:13; 37:21-38:10; 38:13-25; 39:2-9;
 4 39:11-40:4; 40:24-21:11; 41:15-42:2; 42:11-17, 19-25; 46:25-47:12; 60:5-16; 62:21-63:1; 63:5-8;
 5 63:25-64:14; 64:22-65:3; 65:5-17, 20-22; 66:8-12, 14-20; 68:2-8, 12-17; 68:19-69:5; 69:8-9, 11-
 6 13; 69:21-70:2; 70:6-16; 70:24-71:2; 71:13-14, 17-20; 71:24-72:25; 73:17-23; 74:1-8; 81:13-
 7 82:11; 82:24-83:4; 73:8-9; 83:11-84:1; 85:15-86:8; 86:12-15; 89:9-10; 90:8-23; 91:1-2, 12-17;
 8 93:5-13, 15-25; 94:3-4, 9-13; 101:20-22; 102:3, 10-11, 18, 22-23; 103:19-104:6; 104:10-11, 14-
 9 15; 104:17-105:3; 107:6-7, 10-13, 16-17; 107:25-108:10; 108:15-16, 19-24; 109:6-16, 24-25;
 10 110:5-6, 8-11; 115:8, 10, 12-15; 115:24-116:2; 116:7-8, 10-11; 117:14-18; 118:1-4, 20-21;
 11 118:23-119:11; 119:16-17; 120:2-10, 12-18, 20-24; 121:6-10, 15-20, 22-25; 123:13-24; 124:2-10;
 12 124:23-125:6; 125:9-25; 127:2-15; 127:18-128:3; 128:9-10, 13-20; 129:1-5; 130:12-20; 133:8-9,
 13 13-5; 134:5-20; 134:23-135:1; 135:7-25; 136:11-13; 136:17-137:3; 139:10-11, 16-17; 139:20-
 14 140:2; 140:7-9, 11-21; 141:5-7, 15; and 141:19-142:1. The redacted portions of Exhibit II
 15 contain confidential deposition testimony from Intuit's Mason Stubblefield regarding Intuit's
 16 practices with respect to compensation methods pertaining to new hires, specific data inputs,
 17 market data, total compensation, compensation systems and tools, and specific compensation
 18 actions, philosophies and decisions. This is confidential internal Intuit information that pertains to
 19 Intuit's compensation methods, strategies, practices and data.

20 8. Additionally, Intuit seeks to keep the following redacted portions of **Exhibit JJ to**
 21 **the Declaration of Lisa Cisneros** in Support of Plaintiffs' Supplemental Motion for Class

22 Certification under seal: 28:10-11, 13-17, 19-20; 28:24-29:2; 29:21-23; 31:12-19; 31:23-32:4;
 23 32:7-8, 10-11; 32:15-33:7; 33:10-34:3; 34:6-10, 12-19; 35:12-16; 35:20-36:2; 36:20-21; 36:24-
 24 37:3; 37:4; 37:6-38:2; 38:6-9, 11, 14-23; 99:4-7; 102:5-8, 11-14; 104:4-7, 9-13; 110:21-111:6,
 25 111:8-12, 14-17, 19-20; 111:25-112:5; 112:14-22; 113:11, 13-15, 17; 119:7-11, 14, 16; 120:12-
 26 19; 121:1-2, 4, 6-21; 121:23-122:9; 122:24-5; 123:7-16; 149:14-22; 150:1-3, 6-20; 151:7-8;
 27 154:1-3, 6-8; and 155:1-3, 7-15. The redacted portions of Exhibit JJ contain confidential
 28 deposition testimony from Intuit's Sherry Whiteley regarding Intuit's practices with respect to

1 recruiting and compensation methods pertaining to new hires, employee reviews and performance
 2 ratings, budgets, bonus compensation, equity, employee retention strategies, specific data inputs,
 3 market data and specific compensation actions, philosophies and decisions. This is confidential
 4 internal Intuit information that pertains to Intuit's recruiting and compensation methods,
 5 strategies, practices and data.

6 9. Intuit further seeks to keep the following redacted portions of **Exhibit 8 to the**
 7 **Declaration of Christina Brown** in Support of Defendants' Opposition to Supplemental Class
 8 Certification Motion under seal: 215:19, 25; 216:6, 9, 14, 25; 217:1, 4, 7, 10, 17-19; and 218:17-
 9 21, 23-25. The redacted portions of Exhibit 8 contain confidential deposition testimony from
 10 Intuit's Chris Galy pertaining to Intuit's compensation methods and schemes. This is confidential
 11 internal Intuit information that pertains to Intuit's compensation and recruiting methods,
 12 strategies, practices and data. Additionally, these pages contain salary information for specific
 13 employees which is confidential and private. These employees have not sought to put information
 14 about their salaries in the record.

15 10. Intuit seeks to keep the following redacted portions of **Exhibit 7 to the**
 16 **Declaration of Lin W. Kahn** in Support of Defendants' Opposition to Plaintiffs' Supplemental
 17 Motion for Class Certification under seal: 24:8-11; 24:16-25:1; 31:1-5, 7-12, 14-19, 21-23; 32:10-
 18 33:2; 108:1-10, 15-16, 19-24; 109:6-16, 24-25; 110:5-6, 8-11; 116:1-2, 7-8, 10-12; 117:14-18;
 19 118:1-4, 20-21, 23-25; 130:12-20; 131:3-11, 14-16, 22-25; and 132:14-15. The redacted portions
 20 of Exhibit 7 contain confidential deposition testimony from Intuit's Mason Stubblefield regarding
 21 Intuit's practices with respect to compensation methods pertaining to new hires, specific data
 22 inputs, market data, total compensation, compensation systems and tools, and specific
 23 compensation actions, philosophies and decisions. This is confidential internal Intuit information
 24 that pertains to Intuit's compensation methods, strategies, practices and data.

25 11. Finally, Intuit seeks to keep the following redacted portions of **Exhibit J to the**
 26 **Declaration of Anne B. Shaver** in Support of Plaintiffs' Reply in Support of Supplemental
 27 Motion for Class Certification under seal: 35:3-16; 35:20-36:13; 37:21-38:10; 38:13-25; 68:2-8,
 28 12-17; 68:19-69:5; 69:8-9, 11-13; 69:21-70:2; 70:6-16; 70:24-71:2; 71:13-14, 17-20; 71:24-

1 72:25; 73:17-23; 74:1-8; 80:5-10, 22-23; 81:13-82:11; 82:24-83:4; 83:8-9, and 83:11-84:1. The
2 redacted portions of Exhibit J contain confidential deposition testimony from Intuit's Mason
3 Stubblefield regarding Intuit's practices with respect to compensation methods pertaining to
4 specific data inputs, market data, compensation systems and tools, and specific compensation and
5 retention actions, philosophies and decisions. This is confidential internal Intuit information that
6 pertains to Intuit's compensation methods, strategies, practices and data.

7 12. I declare under penalty of perjury under the laws of the United States that the
8 foregoing is true and correct. Executed on this 28th day of March, 2014 in San Francisco,
9 California.

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11 /S/ Roberta D. Tonelli
12 Roberta D. Tonelli
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